FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL					
OMB Number:	3235-0076				
Expires:	May 31, 2005				
Estimated average burden					
hours per respo	nse16.00				

SEC USE ONLY						
Prefix		Serial				
DA	TE RECEIV	ED				
]					

·	name has changed, and indicate change.)	
Hew-Tex/Geothite 3-D Prospect Joint Venture		
Filing Under (Check box(es) that apply): Rule 504 Type of Filing: New Filing Amendment	Rule 505 Rule 506 Section 4(6)	□ ULOE
	. BASIC IDENTIFICATION DATA	C DEL DE SUU
1. Enter the information requested about the issuer		
Name of Issuer (check if this is an amendment and na	me has changed, and indicate change.)	185 /60
Hew-Tex/Geothite 3-D Prospect Joint Venture		(0)
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
11222 Richmond Avenue, Suite 190, Houston, Texa	as 77082	(281) 558-7686
Address of Principal Business Operations	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)		
Brief Description of Business		PROCESSED
Organized to participate in the drilling, testing, and p	ontential completion of a gas and oil well	1001
organized to paradipate in the drining, todang, and p	voternial completion of a gas and on well	JAN 03 2005 &
Type of Business Organization		THE COOPER
corporation limited partner	ership, already formed 🗾 other (p	INGMSON Ilease specify): Joint VentumeClai
business trust limited partner	ership, to be formed	
	Month Year	
Actual or Estimated Date of Incorporation or Organization:	1 1 0 4 Actual Estin	
Jurisdiction of Incorporation or Organization: (Enter two-le		
CN for Ca	nada; FN for other foreign jurisdiction)	
GENERAL INSTRUCTIONS		
-		

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

Each beneficial ownEach executive offi	er havi	ing the pow	er to v	orate issuers and of	ect th					es of equity securities of the is
• Each general and m Check Box(es) that Apply:		g partner o	f part	Beneficial Owner		Executive Officer		Director		General and/or
C. H.M. (T		1 1								Managing Partner
Full Name (Last name first, if Hew-Tex Oil and Gas Cor		•								
Business or Residence Addres 11222 Richmond Avenue					de)			-		·
Check Box(es) that Apply:	₽ F	romoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if Hewett, Peter H.	indivi	dual)								
Business or Residence Addres	٠,			, City, State, Zip Co	de)					
1222 Richmond Avenue,		-	ston,			Farmation Officer		Discorton	_	Consultantia
Check Box(es) that Apply:		romoter		Beneficial Owner		Executive Officer		Director	ن ا 	General and/or Managing Partner
Full Name (Last name first, if Roney, William L., Jr.	indivi	dual)		•						
Business or Residence Addres				, City, State, Zip Co	de)				_	
11222 Richmond Avenue,			ston,							
Check Box(es) that Apply:		romoter	Ш	Beneficial Owner		Executive Officer		Director	Ц	General and/or Managing Partner
Full Name (Last name first, if	indivi	dual)			_		-			
Business or Residence Addres	s (N	umber and	Street	, City, State, Zip Co	de)					
Check Box(es) that Apply:	☐ F	romoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if	indivi	dual)								
Business or Residence Addres	s (N	umber and	Street	, City, State, Zip Co	de)					
Check Box(es) that Apply:	D P	romoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if	indivi	dual)				<u> </u>	· · · · · · · · · · · · · · · · · · ·			
Business or Residence Addres	s (N	umber and	Stree	t, City, State, Zip Co	ide)					
Check Box(es) that Apply:	F	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if	indivi	dual)	·							
Business or Residence Addres	e N	umber and	Stree	t, City, State, Zip Co	de)					

					B. I	NFORMAT	ION ABOL	T OFFERI	NG				
1.	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									Yes	No		
	Answer also in Appendix, Column 2, if filing under ULOE.									PAC:	et		
2.	What is	the minim	um investn	ent that w	ill be acce	pted from a	any individ	lual?		•••••		\$_ 10,	671.50
3.	Does th	e offering	permit join	ownerchi	n of a sinc	de unit?						Yes	No
<i>3</i> .			ion request									X	
	commis If a pers or states	sion or sim on to be lis s, list the na	ilar remune ted is an ass ame of the b you may s	ration for s sociated pe roker or de	olicitation rson or ago aler. If m	of purchase ent of a brok ore than five	ers in conn cer or deale e (5) person	ection with or registered ns to be list	sales of sec I with the S ed are asso	curities in t EC and/or	he offering. with a state		
Ful	l Name (Last name	first, if indi	vidual)									
Bus	siness or	Residence	Address (N	umber and	l Street, C	ity, State, Z	Cip Code)					·	
Nar	ne of Ass	ociated Br	oker or De	aler	· · · · · · · · · · · · · · · · · · ·								
Stat	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	or check	individual	States)			••••••		•••••		☐ Al	1 States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT RI	NE SC	NV SD	NH TN	NJ TX	NM UT	NY VT	NC VA	ND WA	OH WV	OK WI	OR WY	PA PR
	1 Name (1	act name	first, if indi	vidual)			· · · · · · · · · · · · · · · · · · ·		····				
1 ui	i ivanic (i	Last Hame	mst, n ma	vidual)						•			
Bus	siness or	Residence	Address (1	Number an	d Street, C	City, State, 2	Zip Code)						
Nar	ne of Ass	ociated Br	oker or De	aler		· · · · · ·							
Stat	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	" or check	individual	States)	••••••		•••••••		•••••		A1	l States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL	IN	IA NV	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT RI	NE SC	SD	NH TN	NJ TX	NM UT	NY VT	NC VA	ND WA	OH WV	OK WI	OR WY	PA PR
Ful	l Name (l	Last name	first, if indi	vidual)									, -,- ,-

Bus	siness or	Residence	Address (1	Number an	d Street, C	City, State, 2	Zip Code)						
Nar	ne of Ass	sociated Br	oker or De	aler					***************************************				
Star	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers		,				
	(Check "All States" or check individual States)								☐ Al	1 States			
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL MT	IN NE	IA NV	KS NH	KY NJ	LA NM	ME NY	MD NC	MA ND	MI OH	MN OK	MS OR	MO PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and			
	already exchanged. Type of Security	Aggregate		Amount Already
		Offering Pric	е	Sold
	Debt			\$
	Equity	\$_0.00		\$_0.00
	Common Preferred			0.00
	Convertible Securities (including warrants)	\$_0.00		\$
	Partnership Interests			\$_0.00
	Other (Specify			\$_53,357.50
	Total	\$106,715.00) —	\$_53,357.50
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			
		Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors	2		\$ <u>42,686.00</u>
	Non-accredited Investors	1		\$_10,671.50
	Total (for filings under Rule 504 only)	3	_	\$ 53,357.50
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.			
	Type of Offering	Type of Security		Dollar Amount Sold
	Rule 505			\$
	Regulation A		_	\$
	Rule 504	JV Interest	_	\$_53,357.50
	Total		_	\$ 53,357.50
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees			\$
	Printing and Engraving Costs			\$_0.00
	Legal Fees			\$_0.00
	Accounting Fees	• • • • • • • • • • • • • • • • • • • •		\$_0.00
	Engineering Fees	•••••		\$_0.00
	Sales Commissions (specify finders' fees separately)			\$_0.00
	Other Expenses (identify)			\$_0.00
	Total			\$_0.00

	C. OFFERING PRICE NUM	BEK OF INVESTORS, EXPENSES AND USE OF P	KOCEEDS:	
	b. Enter the difference between the aggregate offer and total expenses furnished in response to Part C — proceeds to the issuer."			\$
5.	Indicate below the amount of the adjusted gross proceeds of the purposes shown. If the amount for an check the box to the left of the estimate. The total oproceeds to the issuer set forth in response to Part	ny purposa is not known, furnish an estimate and fthe payments listed must equal the adjusted gross		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	[\$ 0.00	S 0.00
	Purchase of real estate		\$ 0.00	0 2
	Purchase, rental or leasing and installation of mad and equipment	chinery	S 0.00	S_0.00
	Construction or leasing of plant buildings and fac-			S 0.00
	Acquisition of other businesses (including the val offering that may be used in exchange for the asso issuer pursuant to a merger)	ets or securities of another	¬\$_0.00	□s 0.00
	Repayment of indebtodness		_	□\$ 0.00
	Working capital			S 0.00
	Other (specify): Drilling and testing well		\$_0.00	S 106,715.00
	•		s_0.00	ss
	Column Totals	[s0.00	S 105,715.00
	Total Payments Listed (column totals added)		≥ \$_1	06,715.00
8		d: federal signature		
sig	e issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to fu information furnished by the issuer to any non-acc	mish to the O.S. Securities and Exchange Commis	sion, upon writte	
	uer (Print or Type)	Signatur	Date 12/2	1/04
_	ew-Tex/Geothite 3-D Prospect Joint Venture	The first of the second		·/ •/
	me of Signer (Print or Type)	Title of Signer (Print of Type)	Idaint Mantine +	Annan'
—e	ter H. Hewett	President, Hew-Tex Oil and Gas Corporation	(Joint venture N	wanager)

- attention -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

1.	F. STATE SIGNATURE Is any party described in 17 CFR 230.262 presently subject to any of the disqualification	Yes	No
	provisions of such rule?	3	
	See Appendix, Column 5, for state response.		
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is to D (17 CFR 239.500) at such times as required by state law.	iled a no	tice on Farm
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, informatissuer to offercos.	ion furn	ished by the
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be en limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claim of this exemption has the burden of establishing that these conditions have been satisfied.		
	uer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its beha thorized person.	lf by the	undersigned
Issuer (Print or Type) Signature Date	1	
Hew-Te	ex/Geothite 3-D Prospect Joint Venture July Jewell 2 2	1/0	4

Title (Print or Type)

President, Hew-Tex Oil and Gas Corporation (Joint Venture Manager)

Instruction:

Name (Print or Type)

Peter H. Hewett

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

2 1 3 4 5 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part C-Item 2) (Part C-Item 1) (Part E-Item 1) (Part B-Item 1) Number of Number of Accredited Non-Accredited State Yes No **Investors** Amount Investors Yes No Amount AL AK AZAR CA CO CTDE DC FL GA HI ID IL IN IA KS KY LA ME MD MA MI MN MS

APPENDIX

				T	ENDIX			· · · · · · · · · · · · · · · · · · ·		
1	Intend to non-a investor	1 to sell accredited s in State 1-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
МО	1									
MT						-				
NE										
NV							, , , , , , , , , , , , , , , , , , , 			
NH				·						
NJ			-				·			
NM						_				
NY										
NC										
ND						,				
ОН										
OK										
OR			·			·				
PA				·						
RI										
SC										
SD										
TN										
TX										
UT										
VT										
VA				·						
WA										
WV										
WI										

				APP	ENDIX						
1		2	3 Type of security	·	4				5 Disqualification under State ULOE		
	to non-a	I to sell accredited as in State I-Item 1)	and aggregate offering price offered in state (Part C-Item 1)	Type of investor and explan amount purchased in State waiver (Part C-Item 2) (Part E			amount purchased in State				
State	Yes	No		Number of Accredited Investors Amount Investors Amount				Yes	No		
WY											
PR											

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned He	ew-Tex/Geothite 3-D Prospect Jo	oint Venture ,	a corporation,
partnership, 🗾 other 🗓	nt Venture organized	under the laws of the State of	Texas , or
an individual for purposes	s of complying with the laws of the	he States indicated hereunder r	elating to either the
registration or sale of securit	ies, hereby irrevocably appoints	the officers of the States so de	signated hereunder and their
successors in such offices, it	s attorney in those States so des	signated upon whom may be se	erved any notice, process or
pleading in any action or pro	ceeding against it arising out of,	or in connection with, the sale	of securities or out of
violation of the aforesaid law	s of the States so designated; a	nd the undersigned does hereb	y consent that any such
action or proceeding against	it may be commenced in any co	ourt of competent jurisdiction ar	nd proper venue within the
States so designated hereun	der by service of process upon t	the officers so designated with t	he same effect as if the
undersigned was organized o	or created under the laws of that	State and have been served la	awfully with process in that
State.			
It is requested that a cop	y of any notice, process, or plea	ding served hereunder by mail	ed to:
		ME	
11222 Richmond Avenue, S	Suite 190, Houston, Texas 77082	2 RESS	
	nes of all the States for which torney in that State for receipt of		is appointing the designated
☐ ALABAMA	Secretary of State	DELAWARE	Securities Commissioner
ALASKA	Administrator of the Division of Banking and Corporations, Department of	DISTRICT OF COLUMBIA	Public Service Commissioner
	Commerce and Economic Development	FLORIDA	Department of Banking and Finance
☐ ARIZONA	The Corporation Commission	GEORGIA	Commissioner of Securities
ARKANSAS	The Securities Commissioner	GUAM	Administrator, Department of Finance
□		HAWAII	Commissioner of Securities
CALIFORNIA	Commissioner of Corporations	☐ IDAHO	Director, Department of Finance
☐ COLORADO	Securities Commissioner		Contains of Choto
CONNECTICUT	Banking Commissioner	☐ ILLINOIS	Secretary of State
 □ IOWA	Commissioner of Insurance	☐ INDIANA	Secretary of State
□ IOAAV	Commissioner of misurance	□оню	Secretary of State

∐ KANSAS	Secretary of State		
KENTUCKY	Director, Division of Securities	OREGON	Director, Department of Insurance and Finance
LOUISIANA	Commissioner of Securities	☐ OKLAHOMA	Securities Administrator
MAINE	Administrator, Securities Division	*** PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process.
MARYLAND	Commissioner of the Division of Securities	PUERTO RICO	Commissioner of Financial Institutions
MASSACHUSETTS	Secretary of State	RHODE ISLAND	Director of Business Regulation
MICHIGAN	Administrator, Corporation and Securities Bureau,	SOUTH CAROLINA	Secretary of State
MINNESOTA	Department of Commerce Commissioner of Commerce	SOUTH DAKOTA	Secretary of State
MISSISSIPPI	Secretary of State	TENNESSEE	Commissioner of Commerce and Insurance
MISSOURI	Securities Commissioner	TEXAS	Securities Commissioner
MONTANA	State Auditor and Commissioner of Insurance	Ш ИТАН	Director, Division of Securities
NEBRASKA	Director of Banking and Finance	VERMONT	Secretary of State
□NEVADA	Secretary of State	VIRGINIA	Clerk, State Corporation Commission
☐ NEW HAMPSHIRE	Secretary of State	WASHINGTON	Director of the Department of Financial Institutions
☐ NEW JERSEY	Chief, Securities Bureau	☐ WEST VIRGINIA	Commissioner of Securities
☐ NEW MEXICO	Director, Securities Division	WISCONSIN	Commissioner of Securities
□ NEW YORK	Secretary of State		
☐ NORTH CAROLINA	Secretary of State	WYOMING	Secretary of State
☐ NORTH DAKOTA	Securities Commissioner		
Dated this da	y of December, 2004.		
		Peter H. Hewett	
(SEAL)		<u> Оу іншиницинициницини</u>	
		President, Hew-Tex Oil & Gar	s Corp. (JV Manager)

CORPORATE ACKNOWLEDGMENT

State or Province of)	
County of) ss.	
On this day of	,, before me	the
undersigned officer, personally appeared		known
personally to me to be the	of the above named corporation a	and acknowledged that he
, as an officer being authorized so to do, ex	ecuted the foregoing instrument for the purposes th	erein contained, by
signing the name of the corporation by hims	self as an officer.	
IN WITNESS WHEREOF I have hereunto s	set my hand and official seal.	
	NOTARY PUBLIC/COMMISSIONER OF OATHS	·
	My commission expires:	
INDIVIDUA State or Province of	L OR PARTNERSHIP ACKNOWLEDGMENT	
County of Harris		
On this day ofecemb	er, _2004 , before me	, the
undersigned officer, personally appeared	Peter H. Hewett	to me
personally known and known to me to be the	ne same person(s) whose name(s) is (are) signed to	o the foregoing instrument,
and acknowledged the execution thereof for	r the uses and purposes therein set forth.	
IN WITNESS WHEREOF I have hereunto s	set my hand and official seal.	
	NOTARY PUBLIC/COMMISSIONER OF OATHS	·
	My commission expires:	